



Phillips Lytle LLP

May 25, 2018

Marlene Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: In the Matter of ZenFi Networks, Inc. and Cross River Fiber LLC for Grant of
Authority Pursuant to Section 214 of the Communications Act of 1934, as
amended, to Transfer Control

Dear Secretary Dortch:

Attached for filing please find the Joint Application of ZenFi Networks, Inc. and Cross River Fiber LLC for Grant of Authority Pursuant to Section 214 of the Communications Act of 1934, as amended, to Transfer Control. Please do not hesitate to contact me if you have any questions regarding this submission. Thank you for your consideration.

Very truly yours,

Phillips Lytle LLP

By

Mary E. Burgess

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ATTORNEYS AT LAW

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**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
ZenFi Networks, Inc.)	
<i>Transferee,</i>)	
)	
And)	
)	
Cross River Fiber LLC)	WC Docket No. _____
<i>Transferor</i>)	
)	
For Grant of Authority Pursuant to Section 214)	
of the Communications Act of 1934, as amended,)	
to Transfer Control)	

JOINT APPLICATION

ZenFi Networks, Inc. (“ZenFi”) and Cross River Fiber LLC (“Cross River Fiber”) (collectively, “Applicants”), and their subsidiaries and affiliates, respectfully request authority from the Federal Communications Commission (“Commission”) pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.03 and 63.04 of the Commission’s rules, to transfer control of Cross River Fiber to ZenFi. As described below in Section III, ZenFi will acquire Cross River Fiber and merge Cross River Fiber into ZenFi (“Merger”), through an intermediary entity called ZenFi Merger Sub, Inc. (“Merger Sub”). Following its merger with Merger Sub, Cross River Fiber will be the surviving entity and will become a direct wholly-owned subsidiary of ZenFi. Zenfi will also engage in several related post-Merger transactions described in Section III below. (The Merger and related transactions are referred to collectively herein as the “Transactions”).)

I. REQUEST FOR STREAMLINED TREATMENT

The Applicants respectfully request streamlined treatment of this Application pursuant to Section 63.03(b)(2) of the Commission's rules. This Application is eligible for streamlined processing because: 1) post-Transactions, the Applicants will have a market share in the interstate, interexchange market of less than 10 percent; 2) Applicants will provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction; and 3) no Applicant is dominant with respect to any service.¹

II. DESCRIPTION OF THE APPLICANTS

A. ZenFi Networks, Inc.

ZenFi Networks, Inc. is a private Delaware corporation with executive headquarters at 90 White Street, New York, NY 10013 and is authorized to provide resold telephone service in New York, and facilities-based and resold local exchange and interexchange telecommunications services in New Jersey. ZenFi was founded in 2013 by executives with significant experience in the telecommunications industry. ZenFi and its affiliated and predecessor companies have been continuously involved in the construction, operation and maintenance of fiber facilities in the New York and Northern New Jersey metropolitan area since 1985. ZenFi has deployed a fiber network focused on cellular fronthaul/backhaul, Distributed Antenna Systems (DAS) and small cell deployments, and wholesale fiber opportunities.

ZenFi is owned by U. S. citizens Ray LaChance, Victoria Lamberth, Hugh O'Kane, John O'Kane, and Alex O'Kane. ZenFi is not a foreign carrier and is not affiliated with foreign

¹ See 47 C.F.R. Sec. 63.03(b)(2)(i).

carriers in any market. A diagram showing the pre-and post-Merger corporate structure of ZenFi is provided in Exhibit A.

B. Cross River Fiber LLC

Cross River Fiber is a Delaware limited liability company with executive headquarters at 461 Headquarters Plaza, North Tower Second Floor, Morristown, NJ 07960, and is authorized to operate as a reseller of telephone service in New York, as a Competitive Access Provider in Pennsylvania, and as a reseller and facilities-based provider of telecommunications services in New Jersey. Cross River Fiber provides custom-designed, scalable and secure high-speed fiber telecommunications services for carriers, wireless mobility providers and enterprise businesses. Its fiber network extends into key data centers, carrier hotels, enterprise buildings, wireless access points and financial exchanges within New Jersey and New York. Providing dark and lit transport solutions, Cross River Fiber offer telecommunications services to connect businesses in New Jersey and New York on private networks and to the public Internet.

The majority ownership interests in Cross River Fiber are currently held by U. S. citizen Vincenzo Clemente and entities associated with Ridgmont Equity Partners, a U.S. partnership, specifically Ridgmont Equity Partners I, L.P., Ridgmont Equity Partners I-B, L.P. and Ridgmont Equity Partners Affiliates I, L.P. (collectively, the “Ridgmont Entities”). No other entity or individual holds a 10 percent or greater ownership interest in Ridgmont Entities or Cross River Fiber. Cross River Fiber is not a foreign carrier and is not affiliated with any foreign carriers. The pre-Merger legal structure of Cross River Fiber is provided in Exhibit A. Post-Merger, the majority interests in ZenFi will be held by U.S. citizen Ray LaChance, O’Kane family members, and various investment vehicles controlled by Ridgmont Equity Partners.

III. DESCRIPTION OF THE TRANSFER OF CONTROL TRANSACTION

ZenFi and Cross River Fiber entered into a Merger Agreement ("Agreement") effective April 13, 2018, under which ZenFi will acquire Cross River Fiber in exchange for an ownership interest in ZenFi by Cross River Fiber shareholders. ZenFi will acquire Cross River Fiber by merging Cross River Fiber with and into ZenFi Merger Sub Inc., a Delaware corporation ("Merger Sub"), which is a wholly-owned subsidiary of ZenFi created solely to allow for the Merger. Upon completion of the Merger, Merger Sub will cease to exist and Cross River Fiber will survive the Merger as a direct wholly-owned subsidiary of ZenFi.

Several related transactions will occur during the consummation of the Merger. First, Cross River Fiber's equity interests outstanding immediately prior to the Merger will be converted into the right to receive newly-issued shares of ZenFi common stock; and as a result, Cross River Fiber's current owners will become partial owners of ZenFi. Second, immediately following the Merger, ZenFi will convert from a Delaware corporation to a Delaware limited liability company (the "Conversion"), whereupon each share of ZenFi common stock (including the newly-issued shares then held by Cross River Fiber's former owners as a result of the Merger) will be converted into interests in the ZenFi limited liability company, ZenFi Networks, LLC.² Third, Cross River Fiber and ZenFi also anticipate entering into a new credit facility (the "Credit Facility") at the closing of the transaction. Among other things, this Credit Facility will refinance the respective Cross River Fiber and ZenFi current indebtedness and provide general liquidity for operating purposes.

² This conversion of ZenFi's legal structure from a corporation to a limited liability company will be a *pro forma* transfer only and will not result in a change in ultimate control of ZenFi, as Ray LaChance will remain the CEO. As such, it is permitted under Section 63.03(d)(1) of the Commission's rules.

While the Transactions will result in changes in the equity ownership and legal structure of both Cross River Fiber and ZenFi, they are not expected to change the day-to-day operations of either company. Both entities will retain their respective authorizations to provide telecommunications services. The proposed Transactions are designed to bring the companies together into a streamlined organizational structure and have no impact on the day-to-day operations of the companies beyond increasing efficiency of business operations.

Upon closing of the Transactions, management will continue to be a combination of both Applicants such that the expertise and experience in both businesses will be retained. Cross River Fiber will not experience any substantive changes in services, and there will not be any adverse effects on its customers or the competitive market for telecommunications services in New York, New Jersey or Pennsylvania as a result of the Transactions.

Further, the Transactions will not adversely affect competition for the provision of telecommunications services in New York, New Jersey or Pennsylvania because all customers served by ZenFi and Cross River Fiber currently have, and will continue to have, access to multiple competitive alternatives. The Applicants anticipate their current and future customers will benefit from the enhanced access of ZenFi and Cross River Fiber to capital and the availability of additional management expertise following the Transaction, and greater operational efficiency as a result of the combination.

IV. DESIGNATED CONTACTS

Questions, correspondence or other communications regarding this Application should be directed to:

Mary E. Burgess
David Bronston
Phillips Lytle LLP
30 South Pearl Street
Albany, NY 12207
Tel: (518) 618-1221
Email: mburgess@phillipslytle.com
dbronston@phillipslytle.com

V. APPROVAL OF THE TRANSFER OF CONTROL IS IN THE PUBLIC INTEREST

Pursuant to Section 214 of the Communications Act, control of a competitive carrier may be transferred provided the Commission finds that the public interest, convenience, and necessity will be served thereby. Applicants respectfully submit that the Transactions described herein will serve the public interest because they will significantly enhance the ability of ZenFi and Cross River Fiber to offer a variety of telecommunications services to businesses and other telecommunications providers in the competitive telecommunications marketplace. Following the Transactions, the entity will continue to be operated by highly experienced, well qualified management, and operating and technical personnel. Following the Transactions, the Applicants expect to continue to offer competitive and innovative products and services in the states in which they operate.

VI. INFORMATION REQUIRED BY SECTION 47 CFR SEC. 63.04

(1) Name, address and telephone number of the Applicants:

ZenFi Networks, Inc., 90 White Street, New York, NY 10013 (212)981-0735.

FRN: 0023895865

Cross River Fiber LLC, 461 Headquarters Plaza, North Tower, 2nd Floor, Morristown, NJ 07960

(908)409-6970. FRN: 0021416037

(2) The government, state, or territory under the laws of which each corporate or partnership applicant is organized:

ZenFi Networks, Inc.: a Delaware corporation.

Cross River Fiber LLC: a Delaware limited liability company.

(3) The name, title, post office address, and telephone number of the officer or contact point, such as legal counsel, to whom correspondence concerning the application is to be addressed;

For ZenFi Network, Inc.:

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For Cross River Fiber LLC:

William Mosca, Jr.
Bevan, Mosca, Giuditta, P.C.
222 Mount Airy Road, Suite 200
Basking Ridge, NJ 07920
(908)753-8300
wmosca@bmg.law

(4) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities (to the nearest one (1) percent);

ZenFi:

Ray LaChance (33.33%) U.S. Citizen 90 White Street, New York, NY 10013; ZenFi CEO

Victoria Lamberth (16.67%); U.S. Citizen; 90 White Street, New York, NY 10013; ZenFi COO

Hugh O’Kane (16.67%); U.S. Citizen; 90 White Street, New York, NY 10013; Electrical Contracting.

John O’Kane (16.67%); U.S. Citizen; 90 White Street, New York, NY 10013; Electrical Contracting

Alex O’Kane (16.67%); U.S. Citizen; 90 White Street, New York, NY 10013; Apparel Industry

Cross River Fiber LLC:

Vincenzo Clemente (11.9%); U.S. Citizen; 461 Headquarters Plaza, North Tower 2nd Fl,

Morristown, NJ 07690; President and CEO, Cross River Fiber LLC

Ridgemont Equity Partners; U.S. partnership; 150 North College Street, Suite 2500, Charlotte, NC 28202, comprised of:

Ridgemont Equity Partners I, L.P. (29.4%)

Ridgemont Equity Partners I-B, L.P. (37.2%)

Ridgemont Equity Partners Affiliates I, L.P. (1.2%)

(5) Certification pursuant to §§1.2001 through 1.2003 of this chapter that no party to the application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Applicants hereby certify that no party to this Application is subject to a denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. Section 862.

(6) A description of the transaction;

See Section III, above.

(7) A description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area;

See Section II, above.

(8) A statement as to how the application fits into one or more of the presumptive streamlined categories in this section or why it is otherwise appropriate for streamlined treatment;

See Section I, above.

(9) Identification of all other Commission applications related to the same transaction;

None.

(10) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure;

The Applicants are not requesting special consideration. Neither Applicant is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction;

None.

(12) A statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets.

See Section V, above.

CONCLUSION

For the reasons explained above, the Applicants respectfully request that the Commission grant authority under Section 214 of the Communications Act to transfer control of Cross River Fiber to ZenFi.

Respectfully submitted,

CROSS RIVER FIBER LLC. AND ZENFI NETWORKS, INC.

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Counsel for Cross River Fiber LLC

Dated: May 25, 2018

VERIFICATION

I am authorized to represent ZenFi Networks, Inc. and to make this verification on its behalf. I verify under penalty of perjury that the statements in the foregoing Joint Application are true and correct to the best of my knowledge, information and belief.

By: _____

Name: Victoria Lamberth

Title: Chief Operating Officer

VERIFICATION

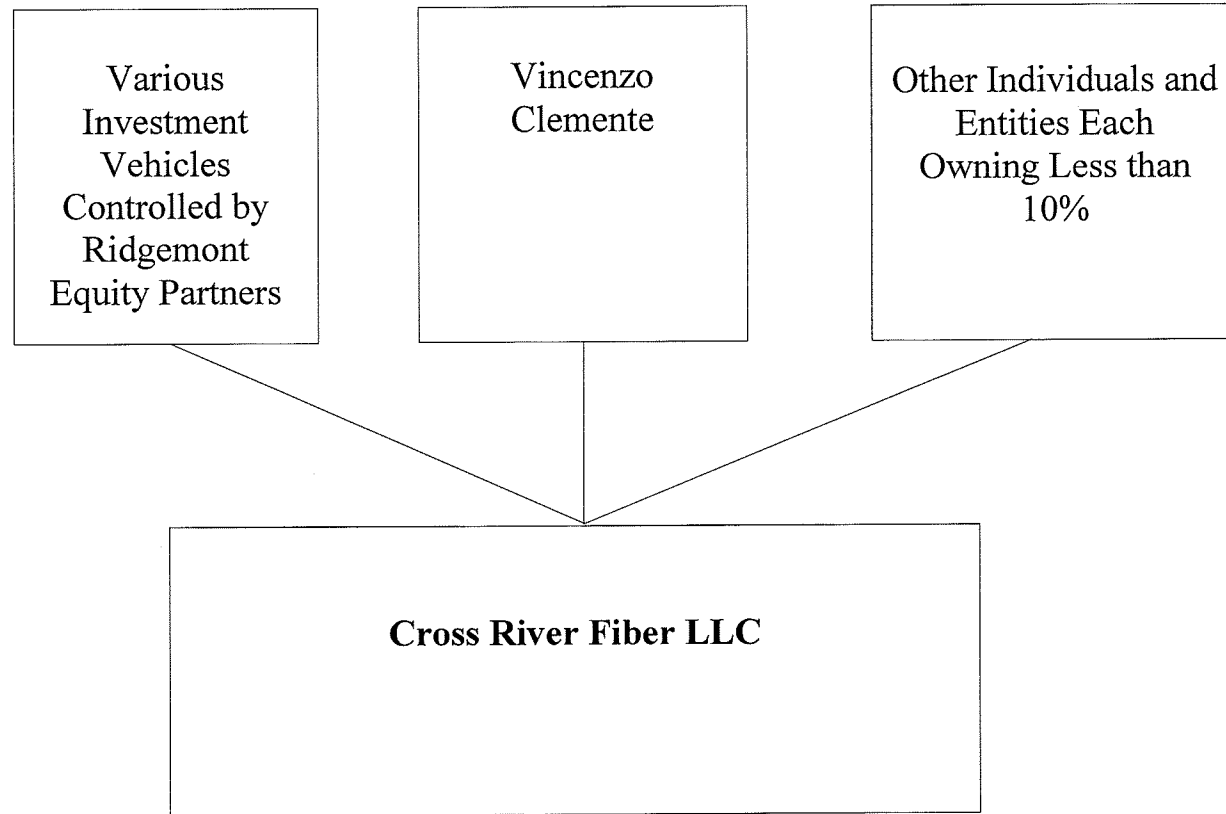
I am authorized to represent Cross River Fiber, LLC and to make this verification on its behalf. I verify under penalty of perjury that the statements in the foregoing Joint Application are true and correct to the best of my knowledge, information and belief.

By: Robert Sokota

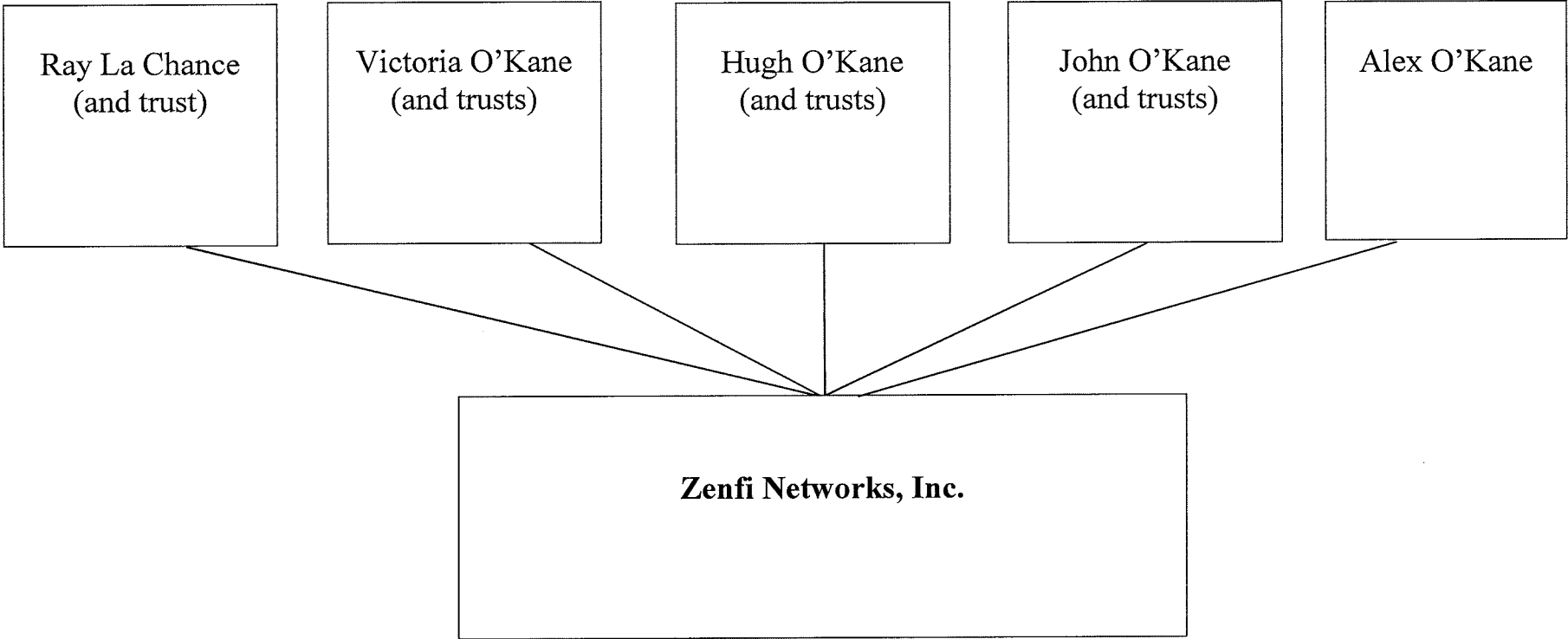
Name: Robert Sokota

Title: General Counsel and Chief
Administrative Officer

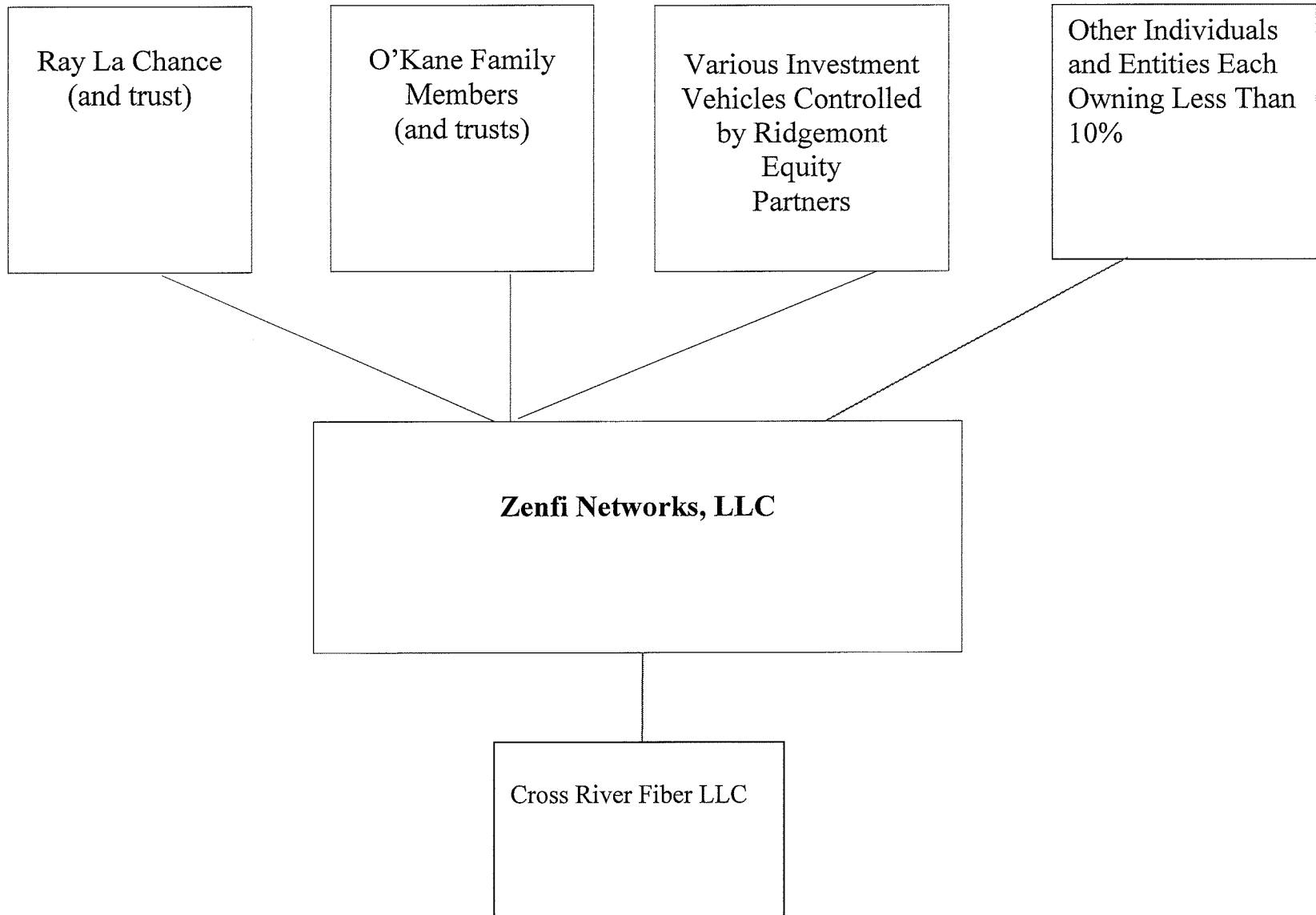
Exhibit A



Before



Before



After